



Date: 11 5 FEB 2016

National Stock Exchange of Australia Limited

Level 13
575 Bourke Street
Melbourne
Victoria 3000

Attn: Mr Ian Craig

Dear Sir,

**RE: PROPOSED LISTING ON THE NATIONAL STOCK EXCHANGE OF AUSTRALIA LIMITED
NFM GROUP LIMITED (BVI: 1883475 and ARBN: 608029125) ("NFM" or the "Company")**

The Company is proposing to apply for the listing of and quotation for all its CHESS Depository Interest (CDIs) on the National Stock Exchange of Australia Limited.

In furtherance there, we set out below the relevant requested information of our Company for your kind consideration:

1. General

- (1) the name of the applicant and the date and place of incorporation;**

NFM GROUP LIMITED (1883475) is a company incorporated and registered in British Virgin Islands, on 20 July 2015.

- (2) if not incorporated in Australia, the date on which the applicant became registered under the Corporations Act;**

NFM GROUP LIMITED was registered as a foreign company in Australia with ARBN: 608029125 on 3 September 2015.

- (3) the address of the principal registered office and the address of each office at which a share register is kept;**

The registered office of the Company is located at Offshore Incorporations Centre, Coastal Building, Wickhams Cay II, Road Town, Tortola, British Virgin Islands

- (4) a formal request for the listing of the securities in respect of which application is made, specifying the nature of the securities and the amount, class, the voting rights attached and whether they are to be fully paid;**

We formally request for the listing of the Company's 500,000,000 CHESS Depository Interest ("CDIs").

Each CDI entitles its holders to one underlying Share. The 500,000,000 Shares in issue by the Company are Ordinary Shares having the rights as prescribed by the Articles of Association of the Company and are represented by the CDIs. The holders of CDIs in the Company are entitled to one vote per share in a General Meeting on any matter that can be voted upon by the Shareholders. The holders of



Shares have no pre-emptive or other rights to subscribe for additional Shares. All

issued Shares are fully paid.

- (5) the proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities;**

The Company is proposing a compliance listing. As at the date of this application, the Company has 258 shareholders.

No new capital was raised or available to the Company as a result of this listing. The listing of the CDIs may have favourable consequences for the Company's shareholders who may wish to trade their CDIs through a stock exchange. The Listing of the CDIs on the NSX may also provide access to an efficient facility for executing any future transactions in CDIs of the Company.

- (6) the estimated market capitalisation of the securities for which a listing is sought;**

<i>Total shares on issue</i>	<i>500,000,000 shares</i>
<i>Shares represented by CDIs</i>	<i>500,000,000 CDIs</i>
<i>Estimated market price per CDI</i>	<i>AUD 0.025</i>
<i>Estimated market capitalization</i>	<i>AUD 12,500,000.00</i>

- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and**

The Company is proposing and seeking for a compliance listing on the NSX. Therefore, no proceeds will be raised from the compliance listing.

- (8) the name of any other stock exchange on which any securities of the issuer are already listed and/or traded.**

The Company's securities are not listed on any other stock exchange.

2. Share capital and ownership

- (1) A list in tabular form of:**

- (i) the designation or title of each class of share;**

The Company has one class of shares being fully paid ordinary shares.

- (ii) the number of shares issued;**

The Company has 500,000,000 ordinary shares currently in issue and intends to have 346,130,000 CDIs in issue of which all 346,130,000 are escrowed for 24 months.

- (iii) the voting rights attached to each share;**

All Shares have the same voting right. Each Share has one vote.

- (iv) the amount of fully paid up shares;**

500,000,000 Shares



- (v) the shareholdings of the directors and officers of the issuer; and

Please make reference to Section 9 of the Information Memorandum.

- (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings.

Name	Shares	%
Zheng Bowen	174,930,000	34.99%
Wan Ying	171,200,000	34.24%

- (2) A list in tabular form of the names of all shareholders of the issuer including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.

*A list of shareholders is enclosed as **Appendix 1** of this letter of application.*

3. Securities

An outline of the principal terms of the securities the applicant wishes to list.

The Company is going to list all its CDIs amounting to 500,000,000 CDIs. Please refer to Section 2 of the Information Memorandum.

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the issuer for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the issuer and its child entities, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

Please make reference to Sections 5, 6, 9, 10, 11 and 12 of the Information Memorandum.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has subsidiaries, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

Please make reference to Section 12 of the Information Memorandum.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

Please make reference to Section 12 of the Information Memorandum.



7. Employees

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

NFM has 5 directors who are the 2 executive and 3 non-executive directors of the Company. The Company's subsidiary Beijing News Focus Culture Company Limited employs 44 fulltime employees (including its 2 executive directors).

8. Child entities

A tabular list of all child entities showing in respect of each such corporation:-

- (1) the name of the corporation;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) share capital by classes, showing the amount issued and the amount owned by the holding entity.

Subsidiaries Name	Nature of Business	Share capital by classes, amount issued and owned by the holding entity.
<i>News Focus Company Limited</i>	<i>A company which was incorporated to hold 100% of the holding company in conjunction with the listing exercise.</i>	<i>The Company is the holder of 100% of the issued and fully paid-up ordinary shares of News Focus Company Limited.</i>
<i>Shanghai News Focus Investment Management Company Limited</i>	<i>A holding company which was incorporated to hold 100% of the operation company in conjunction with the listing exercise.</i>	<i>Is a Wholly Owned Foreign Entity ("WOFE"), a company incorporated and organized under the laws of China and is a 100% owned subsidiary of News Focus Company Limited.</i>
<i>Beijing News Focus Culture Company Limited</i>	<i>Is the operating business which carries on the medi/advertising business of the Group.</i>	<i>The total fully paid-up capital of Beijing News Fous Culture Company Limited is RMB8,000,000. Shanghai News Focus Investment Management Company Limited is the holder of 100% of Beijing News Focus Culture Company Limited.</i>

9. Dividend record

State the number of consecutive years in which dividends have been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its child entities) for each of the three (3) preceding years. Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.



Neither the Company nor any of its subsidiary companies has declared or paid any dividends since incorporation.

10. Properties

Describe briefly the general character of the properties of the applicant and its child entities, including:

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

Location	Land Area	No. of Buildings	Aggregate floor area of buildings	Whether Property owned or leased	Total rental paid for each 3 preceding financial years	Term
Room 302-303, Building B2, Golden Tower, No.82 Middle Road of East Fourth Ring, Chaoyang District, Beijing, China 100124		1	540 sq m	Leased	RMB1,222,968 per year	2-year from May 2014 to May 2016 with option to renew

11. Litigation

Particulars of any litigation or claims of material importance made against any member of the group in the last five (5) years or which is pending or threatened against any member of the group, or an appropriate negative statement.

Neither the Company nor any of its subsidiary companies is involved in any pending or threatened litigation or claims in the last 5 years from the date of this letter.

12. Management

- (1) the full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every director or proposed director and any person who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the group if significant to the group;

Name	Principle Function	Address
Zheng Bowen	Executive Director/Executive Chairman/CEO	Unit 803, Block 1, FREE, No. 31 Xizhaosi Middle Street, Dongcheng District, Beijing, China 100124



Zheng Jianfu	Executive Director	Unit 803, Block 1, FREE, No. 31 Xizhaosi Middle Street, Dongcheng District, Beijing, China 100124
Zhang Ye	Non-Executive Independent Director	Room 501, Building 5, No. 44 South of Beiyuan Road, Tongzhou District, Beijing, China 100124
Xiao Feng	Non-Executive Independent Director	D9, No.8 South of Jingtong Side Road, Yangzha Cun, Guangzhuang Country, Changyang District, Beijing, China 100124
Liang Shuai	Non-Executive Independent Director	Room 803, Building B1, No.31 Middle of Xizhaosi Street, Dongcheng District, Beijing, China 100124
Chen Ying	Chief Financial Officer	No.11, Unit 3 Building No.2, Qinggong Ting, West of Wulanchabu, Saihan District, Inner Mongolian Autonomous Region 010020
Zhang Yulong	Chief Technical Officer	No.17, Building Wuju, Beidajie, Lianhu District, Xian, Shanxi Province China, 710000
Wang Jifu	Marketing Director	Room 1007, Building 5, South of Zhongguancun St, Haidian District, Beijing, China. 100021

(2) the nature of any family relationship between the persons mentioned in (1);

Zheng Jianfu is the father of Zheng Bowen, the Executive Director/Executive Chairman/CEO of the Company.

(3) a brief account of the business experience of each of these persons during the last five (5) years;

Please make reference to Section 11 of the Information Memorandum.

(4) indicate any other directorships held by each director or proposed director in any publicly listed or traded companies; and

None of the directors hold any directorships in any publicly listed or traded companies.

(5) state if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or anybody corporate of which he was a director or has been sanctioned or otherwise disciplined by any self regulatory securities association of which he or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.



None of the Directors has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or anybody corporate of which he was a director or has been sanctioned or otherwise disciplined by any self regulated securities association of which he is or has been a member of any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- (1) the names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and

The Company will seek NSX to waive the requirement to appoint a sponsoring broker.

For details of the other parties, please make reference to Section 7 of the Information Memorandum.

- (2) the name, address and professional qualifications of the issuer's auditors.

Please make reference to Section 4 of the Information Memorandum.

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

Other than Listing Rule 2.2 from which the Company is seeking a waiver, the Company will meet each of the requirements of the NSX Listing Rules.

15. Declaration

A declaration, stated to be to the best of the issuer's knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for listing set out in Chapter 3 of Section IIA of the Listing Rules have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer the subject of the application;
- (2) all information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporations Act will be included; and
- (3) there are no other facts bearing on the issuer's application for listing which, in the issuer's opinion, should be disclosed to the Exchange.

EXECUTED BY NFM GROUP LIMITED

by:

Name: Zheng Bowen
Designation: Director

Name: Zheng Jianfu
Designation: Director